

SHEARSON EQUIPMENT INVESTORS

Suite 1401
521 Fifth Avenue
New York, New York 10175
(212) 557-2525



13643
RECORDATION NO. Filed 1425

MAY 21 1982-9 05 AM

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INTERSTATE COMMERCE COMMISSION
SHEARSON EQUIPMENT MANAGEMENT CORPORATION
2-141A018

General Partner

James A. Carthous, President
Albert E. D'Arco, II, Vice President
Charles F. Keating, Vice President

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No.

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Fee \$ 110.00
INTERSTATE COMMERCE COMMISSION
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ICC Washington, D. C.

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Secretary
Interstate Commerce Commission
Washington, D. C. 20423

MAY 21 1982-9 05 AM

INTERSTATE COMMERCE COMMISSION

Dear Secretary:

We have enclosed an original and three executed (in the case of item 2, two executed and one photocopy) counterparts of the documents described below, to be recorded pursuant to section 11303 of title 49 of the U.S. Code.

These documents respectively are, within the classification scheme promulgated as 49 C.F.R. § 1116.1, as follows:

- (1) a lease (consisting of (a) separately-executed counterparts of a "Lease Agreement" and a "Rider" thereto, each dated as of December 17, 1981, and a "Schedule" thereto dated December 31, 1981, and (b) a jointly-executed "Lease Amendment" relating thereto, dated as of January 15, 1982) -- a primary document,
- (2) an assignment of said lease to be filed concurrently therewith (being an "Assignment of Lease and Agreement" dated as of December 31, 1981), -- a secondary document to be treated as one along with the foregoing primary document for fee purposes, and
- (3) a mortgage (being a "Security Agreement (Railroad Cars)" dated as of December 31, 1981) -- a primary document.

We request that the assignment identified as item (2) be cross-indexed.

(4) "Lease Amendment" dated January 15, 1982

Handwritten notes:
Quora
Dunlop

The names and addresses of the parties to the documents are as follows:

(1) LEASE

Lessor:

Shearson Equipment Investors
c/o Shearson Equipment Management Corporation
Suite 1401
521 Fifth Avenue
New York, New York 10175

Lessee:

North American Car Corporation
33 W. Monroe
Chicago, Illinois 60603

(2) ASSIGNMENT OF LEASE

Assignor:

Shearson Equipment Investors
c/o Shearson Equipment Management Corporation
Suite 1401
521 Fifth Avenue
New York, New York 10175

Assignee:

Continental Illinois National Bank and Trust Company
of Chicago
231 South LaSalle Street
Chicago, Illinois 60693

(3) MORTGAGE ["Security Agreement"]

Mortgagor:

Shearson Equipment Investors
c/o Shearson Equipment Management Corporation
Suite 1401
521 Fifth Avenue
New York, New York 10175

Mortgagee:

Continental Illinois National Bank and Trust Company
of Chicago
231 South LaSalle Street
Chicago, Illinois 60693

A description of the equipment covered by each said document follows:

Sixty-three (63) 4,750 cu. ft. covered hopper cars, with 100-ton trucks, of AAR Mechanical Designation "LO", bearing the following numbers:

487079-487108 (incl.)
487841
487844-487858 (incl.)
487967-487970 (incl.)
487972-487983 (incl.)
488031

The cars' present running numbers are the same as the aforesaid numbers, prefixed by the designation "NAHX" to identify North American Car Corporation as the lessee thereof, i.e.:

NAHX 487079-487108 (incl.)
NAHX 487841
NAHX 487844-487858 (incl.)
NAHX 487967-487970 (incl.)
NAHX 487972-487983 (incl.)
NAHX 488031

A fee of \$100.00 is enclosed. Please return the original of each document and any extra copies not needed by the Commission for recordation to the legal assistant presenting this letter and its enclosures for filing.

A short summary of each respective document to appear in the index follows:

(1) Lease between SHEARSON EQUIPMENT INVESTORS, lessor (address: c/o Shearson Equipment Management Corporation, Suite 1401, 521 Fifth Avenue, New York, N. Y. 10175) and NORTH AMERICAN CAR CORPORATION, lessee (address: 33 West Monroe, Chicago, Illinois 60603), dated as of December 17, 1981 (with a Schedule dated December 31, 1981, and as amended by a Lease Amendment dated as of January 15, 1982), and covering sixty-three (63) 4,750 cu. ft. covered hopper cars with 100-ton trucks.

*See Doc
for #s.
Six pay
67 units
487914-
487916
which released
by C as well
as 487971*

(2) Assignment between SHEARSON EQUIPMENT INVESTORS, assignor (address: c/o Shearson Equipment Management Corporation, Suite 1401, 521 Fifth Avenue, New York, N. Y. 10175) and CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, assignee (address: 231 South LaSalle Street, Chicago, Illinois 60693), dated as of December 31, 1981, and covering sixty-three (63) 4,750 cu. ft. covered hopper cars with 100-ton trucks, and connected to a lease being concurrently recorded.

(3) Mortgage between SHEARSON EQUIPMENT INVESTORS, mortgagor (address: c/o Shearson Equipment Management Corporation, Suite 1401, 521 Fifth Avenue, New York, N. Y. 10175) and CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, mortgagee (address: 231 South LaSalle Street, Chicago, Illinois 60693), dated as of December 31, 1981, and covering sixty-three (63) 4,750 cu. ft. covered hopper cars with 100-ton trucks.

Very truly yours,

SHEARSON EQUIPMENT INVESTORS

By SHEARSON EQUIPMENT MANAGEMENT CORPORATION, its General Partner

By

Alfred B. B...
Title: Vice President

MAY 21 1982-9 05 AM

INTERSTATE COMMERCE COMMISSION

LEASE AMENDMENT, dated as of January 15, 1982, between SHEARSON EQUIPMENT INVESTORS, Lessor, and NORTH AMERICAN CAR CORPORATION, Lessee.

THE SCHEDULE, dated December 31, 1981, to the Lease Agreement and Rider, each dated as of December 17, 1981, between Lessor and Lessee, IS HEREBY AMENDED as follows:

- (1) to change the words "Sixty-seven (67)" appearing in paragraph A thereof to "Sixty-three (63)",
- (2) to delete from said paragraph A the following hopper-car serial numbers: 487914-487916 (incl.) and 487971, and
- (3) to change the figures \$1,421,070 and \$40,602 appearing in paragraph D thereof to \$1,336,230 and \$38,178, respectively.

IN WITNESS WHEREOF, Lessor and Lessee have caused this Lease Amendment to be duly executed by their respective officers or representatives thereunto duly authorized as of the day and year first above written.

SHEARSON EQUIPMENT INVESTORS
Lessor

NORTH AMERICAN CAR CORPORATION
Lessee

By SHEARSON EQUIPMENT MANAGEMENT CORPORATION, its General Partner

By [Signature]
Title: VICE PRESIDENT

By [Signature]
Title: _____

ATTEST:
[Signature]
Asst. Secy.

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 14th day of January 1982, before me personally appeared James A. Carthaus, to me personally known, who, being by me duly sworn, says that he is a PRESIDENT of SHEARSON EQUIPMENT MANAGEMENT CORPORATION, the General Partner of SHEARSON EQUIPMENT INVESTORS, a New York limited partnership, that one of the seals affixed to the foregoing Lease Amendment is the seal of said corporation and that said instrument was signed and sealed on behalf of said corporation (acting on behalf of said partnership) by authority of its Board of Directors and he acknowledged that the execution of said instrument was the free act and deed of said corporation.

Diana S. Aquiar
Notary Public

[Notarial Seal]

My Commission expires Mar. 30, 1983

DIANA S. AQUIAR
Notary Public, State of New York
No. 41-4739243
Qualified in Queens County
Commission Expires March 30, 1983

STATE OF ILLINOIS)
) ss.:
COUNTY OF COOK)

On this 15th day of January 1982, before me personally appeared RD Tibbalt, to me personally known, who, being by me duly sworn, says that he is a Vice President of NORTH AMERICAN CAR CORPORATION, that one of the seals affixed to the foregoing Lease Amendment is the seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors or By-laws and he acknowledged that the execution of said instrument was the free act and deed of said corporation.

Janeth L. Santarich
Notary Public

[Notarial Seal]

My Commission expires Oct. 23, 1982